

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 12-11564 (CSS)  
(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION  
TRUSTEE FOR ASHINC CORPORATION, ET AL., AS  
SUCCESSOR TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF ASHINC  
CORPORATION, AND ITS AFFILIATED DEBTORS,

Plaintiff,

Adv. Proc. No. 21-51179-CSS

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,  
YUCAIPA AMERICAN MANAGEMENT, LLC,  
AMERICAN AIRLINES MASTER FIXED BENEFIT  
PENSION PLAN TRUST, AMERICAN PRIVATE  
EQUITY PARTNERS II, LP, AUTOMOTIVE  
MACHINISTS PENSION TRUST, BOARD OF FIRE  
AND POLICE PENSION COMMISSIONERS OF THE  
CITY OF LOS ANGELES, CALIFORNIA PUBLIC  
EMPLOYEES' RETIREMENT SYSTEM,  
CARPENTERS PENSION TRUST FUND FOR  
NORTHERN CALIFORNIA, COLLIER PARTNERS 702  
LP INCORPORATED, CLOUSE S.A.,  
CONSOLIDATED RETIREMENT FUND, IAM  
PRIVATE EQUITY, LLC, ILGWU DEATH BENEFIT  
FUND 4, INTERNATIONAL SIF SICAV SA, LOCALS  
302 & 612 OF THE INTERNATIONAL UNION OF  
OPERATING ENGINEERS – EMPLOYERS

Related to D.I. 77, 79

<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: ASHINC Corporation (f/k/a Allied Systems Holdings, Inc.) (58-0360550); AAINC Corporation (f/k/a Allied Automotive Group, Inc.) (58-2201081); AFBLLC LLC (f/k/a Allied Freight Broker LLC) (59-2876864); ASCCO (Canada) Company (f/k/a Allied Systems (Canada) Company) (90-0169283); ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.)) (58-1710028); AXALLC LLC (f/k/a Axis Areta, LLC) (45-5215545); AXCCO Canada Company (f/k/a Axis Canada Company) (875688228); AXGINC Corporation (f/k/a Axis Group, Inc.) (58-2204628); Commercial Carriers, Inc. (38-0436930); CTSINC Corporation (f/k/a CT Services, Inc.) (38-2918187); CTLLC LLC (f/k/a Cordin Transport LLC) (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). Debtors address for service of process is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

CONSTRUCTION INDUSTRY RETIREMENT TRUST,  
LOS ANGELES CITY EMPLOYEES' RETIREMENT  
SYSTEM, NATIONAL RETIREMENT FUND, NEW  
MEXICO STATE INVESTMENT COUNCIL, NEW  
MEXICO STATE INVESTMENT COUNCIL LAND  
GRANT PERMANENT FUND, NEW MEXICO STATE  
INVESTMENT COUNCIL SEVERANCE TAX  
PERMANENT FUND, NEW YORK CITY  
EMPLOYEES' RETIREMENT SYSTEM, NEW YORK  
CITY FIRE DEPARTMENT PENSION FUND, NEW  
YORK CITY POLICE PENSION FUND, NORTHEAST  
CARPENTERS PENSION FUND, PACIFIC COAST  
ROOFERS PENSION PLAN, SANBA II INVESTMENT  
AUTHORITY, STATE STREET BANK AND TRUST  
COMPANY (AS TRUSTEE ON BEHALF OF  
AMERICAN AIRLINES MASTER FIXED BENEFIT  
PENSION PLAN TRUST); STEAMSHIP TRADE  
ASSOCIATION OF BALTIMORE, INC. –  
INTERNATIONAL LONGSHOREMEN'S  
ASSOCIATION (AFL-CIO) PENSION FUND,  
TEACHERS' RETIREMENT SYSTEM OF THE CITY  
OF NEW YORK, UNITED FOOD AND  
COMMERCIAL WORKERS INTERNATIONAL  
UNION PENSION PLAN FOR EMPLOYEES,  
WESTERN CONFERENCE OF TEAMSTERS  
PENSION TRUST

Defendants.

**CERTIFICATION OF COUNSEL REGARDING STIPULATED BRIEFING  
SCHEDULE ON CERTAIN DEFENDANTS' MOTION TO DISMISS  
AND PAGE LIMITATIONS IN CONNECTION THEREWITH**

The undersigned counsel to the Litigation Trustee hereby certifies as follows:

1. On October 6, 2021, the Litigation Trustee filed the *Litigation Trustee's Complaint* to (I) Avoid and Recover Avoidable Transfers, and (II) for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC (the "Complaint") [D.I. 1].

2. In addition to certain other defendants, the Complaint named the following defendants: Defendants American Airlines Master Fixed Benefit Pension Plan Trust, American Private Equity Partners II, LP, California Public Employees' Retirement System, Carpenters

Pension Trust Fund For Northern California, Collier Partners 702 LP Incorporated, Clouse S.A., Consolidated Retirement Fund, IAM Private Equity, LLC, ILGWU Death Benefit Fund 4, International Sif Sicav SA, Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust, National Retirement Fund, New Mexico State Investment Council, New Mexico State Investment Council Land Grant Permanent Fund, New Mexico State Investment Council Severance Tax Permanent Fund, New York City Employees’ Retirement System, New York City Fire Department Pension Fund, New York City Police Pension Fund, Northeast Carpenters Pension Fund, Pacific Coast Roofers Pension Plan, Sanba II Investment Authority, State Street Bank And Trust Company (As Trustee On Behalf Of American Airlines Master Fixed Benefit Pension Plan Trust), Steamship Trade Association Of Baltimore, Inc. – International Longshoremen’s Association (AFL-CIO) Pension Fund, Teachers’ Retirement System Of The City Of New York, United Food And Commercial Workers International Union Pension Plan For Employees and Western Conference Of Teamsters Pension Trust (collectively, the “LP Defendants”).

3. On June 1, 2022, the LP Defendants filed, *inter alia*, their motion to dismiss the Complaint [D.I. 78] (the “Motion to Dismiss”), the memorandum of law in support thereof [D.I. 79] (the “Opening Brief”) with supporting declarations [D.I. 80-84] (the “Declarations in Support”), and a motion for leave to exceed page limitations in connection with their Opening Brief [D.I. 77] (the “Page Limit Extension Motion”).

4. As noted in the Page Limit Extension Motion, the Trustee has consented to the LP Defendants’ filing of the Opening Brief of up to 65 pages in length.

5. The LP Defendants have consented to the Trustee’s filing of an omnibus opposition to the Opening Brief (the “Answering Brief”) of up to 65 pages in length.

6. The Trustee further consents to the LP Defendants' request to file a reply in further support of the Motion to Dismiss (the "Reply Brief") of up to 40 pages in length.

7. The Trustee and the LP Defendants have agreed on a schedule for briefing the dismissal motion as follows:

	<b>Filing Deadline</b>
<b>LP Defendants' Opening Brief</b>	June 1, 2022
<b>Trustee's Answering Brief</b>	August 5, 2022
<b>LP Defendants' Reply Brief</b>	September 16, 2022

8. A proposed form of Order approving the briefing schedule and the page limitations in connection therewith is attached hereto as **Exhibit A**.

9. A Stipulation memorializing the Agreement between the Parties (the "Stipulation") is attached to the proposed form of Order as **Exhibit 1**.

10. Accordingly, the Parties respectfully request that the Court enter the Order approving the Stipulation at its earliest convenience.

Dated: June 7, 2022

Respectfully submitted,

**FOX ROTHSCHILD LLP**

By: /s/ Seth A. Niederman  
Seth A. Niederman (DE Bar No. 4588)  
Citizens Bank Center  
919 N. Market Street, Suite 300  
Wilmington, DE 19801  
Tel.: (302) 654-7444  
Fax: (302) 656-8920  
sniederman@foxrothschild.com

*Counsel to the Litigation Trustee*